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IT IS SO ORDERED.

Dated: February 08, 2011




Jeffery P. Hopkins
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION (CINCINNATI)**

In re:)	Chapter 11
)	
VENTILEX USA INC.,)	Case No: 10-16642
)	
Debtor-in-Possession)	Hon. Jeffrey P. Hopkins
)	

**ORDER GRANTING APPLICATION FOR ORDER AUTHORIZING THE
EMPLOYMENT OF RUSSELL NOVAK & COMPANY LLP AS FINANCIAL ADVISOR
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter coming before the Court on the Application of The Official Committee of Unsecured Creditors (the “**Committee**”) for an Order, pursuant to Sections 327(a) and 328 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014(a), 2016(b) and 6003(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Authorizing the Committee to Retain and Employ Russel Novak & Company LLP (“**RNC**”) as Financial Advisor, *nunc pro tunc* October 12, 2010 (the “**Application**”) [Docket Nos. 96 & 107]; the Court having reviewed the Application and all exhibits thereto, including the Epstein Affidavit; any capitalized terms in this Order which are not defined herein shall have the meaning as ascribed to them in the Application; and the Court having found and concluded that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding; (iii) notice

of the Application was sufficient under the circumstances and no objections or other responses thereto were filed; (iv) RNC does not hold or represent any interest which conflicts with its representation of the Committee in this case and is a “disinterested person” as defined in § 101(14) of the Bankruptcy Code; and (v) the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and this Court having determined that granting relief requested in the Application is in the best interests of the estate; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Application is Granted as set forth herein;
2. The Committee is authorized to retain and employ RNC as its financial advisor in this Case, pursuant to §§ 327 and 328 of the Bankruptcy Code and Bankruptcy Rules 2014(a), 2016(b), and 6003(a), as set forth in the Application, *nunc pro tunc* as of October 12, 2010, the date the Committee was appointed;
3. RNC shall be compensated for its services and reimbursed for any related expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and Local Bankruptcy Rules and any other applicable Orders or procedures of this Court;
4. The requirement pursuant to Local Bankruptcy Rule 9013-1(a) that the Committee file a separate memorandum of law in support of the Application is hereby waived with respect to the Application only.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

IT IS SO ORDERED.

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The following is the list of parties who are currently on the list to receive e-mail notice/service for this case and who were served by the Court's electronic noticing system:

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